



**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION**

OF

INTERNATIONAL SEA CADET ASSOCIATION

Adopted on 31 October 2025



INTERPRETATION

1. DEFINITIONS

1.1 In these Articles of Association, the following words and expressions shall, where not inconsistent with the context, have the following meanings:

"**Articles**" means these Articles of Association in their current form or as from time to time amended.

"**Associate Member**" means a member elected to the Association in accordance with Article 7.

"**Association**" or "**ISCA**" means the International Sea Cadet Association, for which these Articles are approved and confirmed.

"**Chairperson**" means the person from time to time appointed to act as Chairperson of the Association in accordance with these Articles.

"**Conference Chairperson**" means the person from time to time appointed in accordance with Article 17 by the Member hosting the Annual Conference.

"**Member**" means the organisation or entity (howsoever organised) elected to the Association in accordance with these Articles and registered in the Register of Members and shall include Associate Member unless the context requires otherwise.

"**Nominee Member**" means an organisation nominated for election as a Member in accordance with these Articles.

"**Notice**" means written notice as provided in these Articles unless specifically stated otherwise.

"**Officer**" means any person appointed by the Members to hold an office in the Association.

"**Register of Officers**" means the list of Officers of the Association maintained in accordance with these Articles.

"**Register of Members**" means the list of Members and Associate Members of the Association from time to time.

"**Secretary**" means any person appointed by the Members from time to time to act as Secretary of the Association and includes any deputy or assistant secretary.

1.2 In these Articles, where not inconsistent with the context, words denoting the plural number include the singular number and vice versa; words denoting the masculine gender include the feminine and neuter genders; and the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative.

1.3 In these Articles a reference to writing shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.



- 1.4 Headings used in these Articles are for convenience only and are not to be used or relied upon in the construction hereof.

THE ASSOCIATION

2. FORMATION

- 2.1 The Association was formally constituted on 29 October 1994 by the signing of these Articles by representatives of each of the founding ISCA Members.
- 2.2 All Members of the Association agree to abide by these Articles (as they may be amended by the Members from time to time) and the principles, procedures and requirements contained herein.

3. GUIDING PRINCIPLES

- 3.1 The Association has been formed as a cooperative group of like-minded voluntary, non-political and non-military Sea Cadet (or equivalent) youth organizations (generally to include organizations serving young people under the age of 20), with membership unrestricted by race, sex or philosophical or religious convictions, which offer practical and theoretical training in nautical and maritime subjects within a context based on naval traditions.
- 3.2 Each Member shall be entitled to define its own individual aims and objectives in its sole discretion, but it is expected that all Members will:
- (a) establish and maintain effective policies and procedures in which the safety and wellbeing of young people is of paramount importance;
 - (b) encourage young people towards high personal standards, teamwork and a sense of responsibility; and
 - (c) encourage the development of leadership qualities, in each case through the medium of disciplined nautical training.

4. PURPOSES OF THE ASSOCIATION

- 4.1 Without limitation to the generality of the foregoing, the purposes of the Association are to foster a community of good practice to:
- (a) promote international and intercultural understanding, goodwill, and friendship among young people who have an interest in nautical activities;
 - (b) promote the exchange of young people between Members on an official basis;
 - (c) provide a forum for the exchange of information, ideas and best practices between Members in furtherance of the guiding principles of the Association;
 - (d) encourage the formation of organizations based on the guiding principles of the Association world-wide, and to promote their joining the Association



- (e) resist membership in the Association by militant or politically motivated groups;

MEMBERS

5. ELECTION OF MEMBERS

- 5.1 Subject to these Articles, an organisation (for these purposes, a “Nominee Member”) may be elected as a Member or Associate Member of the Association at any Annual Conference provided that no Nominee Member shall be eligible for election as a Member unless such Nominee Member has been nominated by at least one existing Member, such nomination to be submitted by that Member in writing to the Secretary (or such other person as the Members may from time to time direct) not less than three (3) months prior to the date of the Annual Conference at which the election is to be considered.
- 5.2 The nomination of a Nominee Member in accordance with these Articles shall be accompanied by such information and documents as may reasonably be requested by the Members to evidence that the Nominee Member:
 - (a) has been formed, and operates, on the basis of principles that are consistent with the principles set out in Article 3 and does not include any purpose which may conflict with such principles;
 - (b) is the primary organisation in its country, region or territory for such purposesand the nominating Member shall provide reasonable support and guidance to the Nominee Member in compiling the information and documents in accordance with the foregoing.
- 5.3 All information submitted to the Association in accordance with this Article shall be circulated to the Members by the Secretary as soon as reasonably practicable and in any event not less than twenty-one (21) days prior to the Annual Conference at which such Nominee Member is to be considered for election.
- 5.4 A resolution for the election of a Member at an Annual Conference shall be approved by a vote of at least two-thirds of the Members present in person or by proxy at such Annual Conference, and any such election shall take effect immediately upon such approval.

6. RIGHTS OF MEMBERS

- 6.1 Each Member shall, subject to these Articles, be entitled to attend and vote at all meetings of the Members and shall be entitled to one vote on any resolution put to such meeting.

7. ASSOCIATE MEMBERS

- 7.1 In the event that the Members are not satisfied that a Nominee Organisation nominated for election is eligible for membership in the Association at the Annual Conference, the Members may, at their discretion and by a vote of a majority of the Members present in person or by proxy, elect such Nominee Organisation as an Associate Member.



- 7.2 Any Nominee Member elected as an Associate Member in accordance with this Article shall:
- (a) be entitled to receive notice of and attend all subsequent meetings of Members;
 - (b) not have the right to vote on any resolution of the Members;
 - (c) be entitled to be heard and to submit such additional information as may be reasonably be requested by the Members in support of its election as a full Member in accordance with these Articles;
 - (d) shall automatically cease to be an Associate Member at the earliest of:
 - (i) its election as a full Member;
 - (ii) the conclusion of the second Annual Conference following its election as Associate Member; or
 - (iii) its removal as an Associate Member by resolution of the Members.

8. REMOVAL OF MEMBERS

- 8.1 The Members may, at any Annual Conference or special meeting convened and held in accordance with these Articles, remove a Member from the Association provided that:
- (a) the notice of any meeting at which a resolution is to be proposed for the removal of a Member shall contain an express statement of the intention to remove such Member;
 - (b) the Member proposed for removal shall be entitled to be heard on the motion for such removal;
 - (c) the resolution for the removal of a Member shall be approved by a vote of at least two-thirds of the Members present in person or by proxy at such meeting, and any such removal shall take effect immediately upon such approval
- 8.2 Notwithstanding the right by any Member to attend and be heard at the meeting at which its removal is to be considered, the failure by such Member to exercise such right shall not invalidate any removal approved in accordance with these Articles.

9. VOLUNTARY TERMINATION OF MEMBERSHIP

- 9.1 A Member may voluntarily and its sole discretion terminate its membership of the Association at any time by notice in writing to the Secretary.
- 9.2 Any notice of voluntary termination of Membership in accordance with this Article shall take effect and be recorded in the Register of Members with effect from the date of receipt of such notice by the Secretary or such later date as may be requested by the terminating Member in such notice.

10. REGISTER OF MEMBERS

- 10.1 The Association shall cause to be kept a Register of Members and the Secretary shall enter therein the following information (see illustration at Appendix A):



- (a) the name of each Member and Associate Member and the class of membership held;
 - (b) the country (or, where applicable, region or territory) in respect of which the Member has been elected;
 - (c) the date of election and, where applicable, the date of removal as a Member;
 - (d) the address and email address(es) at which the Member may be contacted.
- 10.2 The Register of Members shall be maintained on the website of the Association and shall be available for inspection by any person.

MEETINGS OF MEMBERS

11. ANNUAL CONFERENCE

- 11.1 A meeting of the Members shall be held at least once in each calendar year, such meeting to be deemed the Annual Conference of the Members.
- 11.2 The date, location and hosting Member of each Annual Conference shall be determined by resolution of the Members.
- 11.3 Invitation to attend the Annual Conference shall be circulated to Members by the Chairperson (in consultation with the Honorary Chairperson) not later than the first day of February of the year in which the Annual Conference is to take place and shall include confirmation of the availability of electronic participation as contemplated by Article 15.
- 11.4 Any Member may, by notice in writing to the Secretary, request that a matter be presented to the Members for consideration at the Annual Conference provided that such notice is submitted to the Secretary not less than twenty-eight (28) days prior to the date of such Annual Conference.
- 11.5 Notice of the matters to be considered at each Annual Conference shall be circulated by the Chairperson (in consultation with the Honorary Chairperson) to the Members not less than twenty-one (21) days prior to the date of such Annual Conference, and shall include:
- (a) details regarding electronic participation as contemplated by Article 15;
 - (b) review of the minutes of the prior Annual Conference;
 - (c) consideration of matters arising from the prior Annual Conference;
 - (d) review of international exchange activity by Members:
 - (i) undertaken since the date of the last Annual Conference;
 - (ii) proposed to be undertaken prior to the next Annual Conference;
 - (e) consideration of appointment of any Nominee Member or removal of any Member in accordance with these Articles;



- (f) approval of the date and location of the next Annual Conference (and review of proposed subsequent locations);
- (g) consideration of appointment of the Chairperson and other Officers (including, where applicable, the name and title of any Officer proposed for appointment and a description of the proposed terms of reference for such Officer); and
- (h) such other matters as may be deemed necessary or desirable in furtherance of the purposes of the Association.

12. SPECIAL MEETINGS

- 12.1 A special meeting of Members (not being the Annual Conference) may from time to time be convened by the Chairperson or by requisition of any three Members, such meeting to be held at such place, date and hour as may be determined by the Chairperson, and to include details as to electronic participation as contemplated by Article 15.
- 12.2 At least twenty-one (21) days' notice of any special meeting of Members shall be given by the Secretary to each Member entitled to attend and vote thereat, stating:
 - (a) the date, time and place of the meeting;
 - (b) the means of electronic participation at such meeting; and
 - (c) the nature of the business to be considered and the text of any resolution proposed for consideration and approval at such meeting.
- 12.3 The accidental omission to give notice of a meeting of the Members to, or the non-receipt of a notice of such meeting by, any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

13. MINUTES

- 13.1 The Member hosting the Annual Conference in any year shall be responsible for appointing a person or persons to record the minutes of that Annual Conference and any special meeting held during the course of that year, such minutes to record:
 - (a) all elections and appointments of Members and Officers;
 - (b) the Members present at each meeting; and
 - (c) all resolutions and proceedings of such meeting;and shall circulate such minutes to the Members as soon as practicable following the meeting to which they relate and in any event within two (2) months of such meeting.
- 9.2 Minutes prepared in accordance with these Articles shall be kept by the Secretary and shall be available for inspection by all Members but not otherwise (including by way of posting to a secure website accessible only by Members).



14. GIVING NOTICE AND ACCESS

14.1 A Notice may be given by the Association to a Member:

- (a) by delivering it to such Member in person, in which case the notice shall be deemed to have been served upon such delivery; or
- (b) by sending it by post to such Member's address in the Register of Members, in which case the notice shall be deemed to have been served seven days after the date on which it is deposited, with postage prepaid, in the mail; or
- (c) by transmitting it by electronic means (including by email, but not telephone) in accordance with such directions as may be given by such Member to the Association for such purpose, in which case the notice shall be deemed to have been served at the time that it would in the ordinary course be transmitted; or
- (d) by posting on a website in accordance with Article 14.2, in which case service shall be deemed to have occurred when (i) the Member is notified in accordance with that Article; and (ii) the information or document is published on the website.

14.2 Where a Member indicates its consent (in a form and manner satisfactory to the Secretary), to receive information or documents by accessing them on a website rather than by other means, or receipt in this manner, the Association may deliver such information or documents by notifying the Member of their availability and including therein the address of the website, the place on the website where the information or document may be found, and instructions as to how the information or document may be accessed on the website.

15. ELECTRONIC PARTICIPATION IN MEETINGS

15.1 Members may participate in any general meeting by such telephonic, electronic or other communication facilities or means (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

15.2 While participation in person at the Annual Conference and special meetings is encouraged, it is acknowledged that this will not be practicable in all circumstances, and all general meetings shall include reasonable accommodation permitting electronic participation by Members.

16. QUORUM AT GENERAL MEETINGS

16.1 At any meeting of the Members two or more persons present and representing in person or by proxy in excess of 25% of the total number of Members of the Association throughout the meeting shall form a quorum for the transaction of business.

17. CHAIRPERSON TO PRESIDE AT GENERAL MEETINGS

17.1 The Chairperson of the Association shall act as Chairperson at all meetings of the Members at which



such person is present. In their absence a Chairperson shall be appointed or elected by those present at the meeting and entitled to vote.

- 17.2 Without prejudice to the foregoing, the Member hosting each Annual Conference shall be entitled to nominate an individual representative of that Member to serve as Conference Chairperson of the Annual Conference and the Chairperson shall consult with such Conference Chairperson with regard to the convening and management of the Annual Conference and related matters.

18. VOTING ON RESOLUTIONS

- 18.1 Subject to these Articles, any question proposed for the consideration of the Members at any meeting thereof shall be decided by the affirmative votes of a majority of the votes cast in accordance with these Articles and in the case of an equality of votes the Chairperson shall have a casting vote.
- 18.2 In the event that a Member participates in a general meeting by telephone, electronic or other communication facilities or means, the Chairperson of the meeting shall direct the manner in which such Member may cast its vote.

19. INSTRUMENT OF PROXY

- 19.1 A Member may appoint any other Member to serve as its proxy at any meeting and an instrument appointing a proxy shall be in writing in such form as the Chairperson of the meeting may accept.
- 19.2 The instrument appointing a proxy must be received by the Secretary not less than seven (7) days prior to the date of the meeting to which the proxy relates.
- 19.3 The decision of the Chairperson of any meeting as to the validity of any appointment of a proxy in respect of such meeting shall be final.

20. REPRESENTATION OF MEMBER

- 20.1 Each Member may authorise such person or persons as it thinks fit to act as its representative at any meeting, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative.
- 20.2 Each Member may, in respect of any meeting, authorise up to a maximum of three (3) persons to act as its representative in accordance with this Article provided that, for the avoidance of doubt, where more than one representative is authorised to attend on behalf of any Member such Member shall nonetheless have only one vote and shall be counted only once for the purposes of quorum.
- 20.3 The Chairperson of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote on behalf of a Member.

21. WRITTEN RESOLUTIONS

- 21.1 Subject to these Articles, anything which may be done by resolution of the Association in a meeting may, without a meeting, be done by written resolution in accordance with this Article provided that this Article shall not apply to any resolution for the election or removal of a Member.



- 21.2 Notice of a written resolution shall be given, and a copy of the resolution shall be circulated by the Secretary to all Members who would be entitled to attend a meeting and vote thereon. The accidental omission to give notice to, or the non-receipt of a notice by, any Member does not invalidate the passing of a resolution.
- 21.3 A written resolution is passed when it is signed on behalf of the Members who at the date that the notice is given represent such majority of votes as would be required if the resolution was voted on at a meeting at which all Members entitled to attend and vote thereat were present and voting.
- 21.4 A resolution in writing may be signed in any number of counterparts.
- 21.5 A resolution in writing made in accordance with this Article is as valid as if it had been passed by the Association in a meeting of the Members and any reference in any Article to a meeting at which a resolution is passed or to Members voting in favour of a resolution shall be construed accordingly.
- 21.6 For the purposes of this Article, the effective date of the resolution is the date when the resolution is signed on behalf of the last Member whose signature results in the necessary voting majority being achieved.

OFFICERS

22. APPOINTMENT OF OFFICERS

- 22.1 The Officers of the Association shall be comprised of a Chairperson and a Secretary and such other Officers as the Members may from time to time determine.

23. CHAIRPERSON

- 23.1 The Chairperson shall:
- (a) be an individual nominated by a Member by notice in writing to the Secretary (such notice to be received not less than twenty-eight (28) days prior to the date of the Annual Conference at which the election of Chairperson is to take place);
 - (b) be elected by resolution of majority of the Members voting at an Annual Conference in accordance with these Articles, provided that, in the event that there is more than one person nominated as Chairperson, each person nominated shall be put to the Members for approval, with the election of Chairperson to be decided by a plurality of votes cast.
 - (c) serve for a term of two (2) years, such term to expire at the conclusion of the second Annual Conference following such appointment (unless the office is vacated prior to expiration of such term in accordance with these Articles); and
 - (d) have the rights, duties and responsibilities as set out in these Articles.
- 23.2 In the event of a vacancy occurring in the office of Chairperson for any reason the Members shall elect a successor Chairperson, and in the absence of such election the Secretary shall assume the duties of the Chairperson until such time as the Members may by resolution appoint a successor.



23.3 No person shall be eligible to be elected as Chairperson for more than two (2) consecutive two-year terms.

24. SECRETARY

24.1 The Secretary shall:

- (a) be an individual nominated by a Member by notice in writing to the Secretary (such notice to be received not less than twenty-eight (28) days prior to the date of the Annual Conference at which the election of Secretary is to take place);
- (b) be elected by resolution of majority of the Members voting at an Annual Conference in accordance with these Articles, provided that, in the event that there is more than one person nominated as Secretary, each person nominated shall be put to the Members for approval, with the election of Secretary to be decided by a plurality of votes cast.
- (c) serve for a term of three (3) years, such term to expire at the conclusion of the third Annual Conference following such appointment (unless the office is vacated prior to expiration of such term in accordance with these Articles); and
- (d) have the rights, duties and responsibilities as set out in these Articles.

24.2 In the event of a vacancy occurring in the office of Secretary for any reason other than at an Annual Conference, the Chairperson shall appoint a successor to fill the vacancy created, with such person to serve as interim Secretary until the start of the next Annual Conference at which a Secretary shall be elected in accordance with these Articles.

24.3 The Secretary may appoint a person or persons to serve as deputy or assistant secretary.

25. REGISTER OF OFFICERS

25.1 The Association shall cause to be kept a Register of Officers and the Secretary shall enter therein the following information (see illustration at Appendix B):

- (a) the name and title of each Officer;
- (b) the date of each Officer's appointment, and termination;
- (c) the address and email address at which the Officer may be contacted

25.2 The Register of Officers shall be maintained on the website of the Association and shall be available for inspection by any person.

26. PROTECTION OF OFFICERS

26.1 Each Member agrees to waive any claim or right of action such Member might have, whether individually or by or in the right of the Association, against any Officer on account of any action taken by such Officer, or the failure of such Officer to take any action in the performance of his duties with or for the Association PROVIDED THAT such waiver shall not extend to any matter in respect of any fraud or dishonesty in relation to the Association which may attach to such Officer.



INDEPENDENCE OF MEMBERS & CONDUCT OF EXCHANGES

27. INDEPENDENCE OF MEMBERS

- 27.1 Members may conduct bi-lateral or multi-lateral business with other Members without reference to the Association, provided that each Member undertakes, where appropriate, to make reasonable efforts to inform the Association of such activity.

28. CONDUCT OF EXCHANGES

- 28.1 In furtherance of the purposes of the Association, the exchange of cadets between Members is encouraged, provided that all such exchanges are undertaken under the auspices of the Association and in accordance with the principles as set out in ISCA Guide to Exchanges (as may be amended by the Members from time to time). Any such exchange may be represented as being under the auspices of the Association in all internal and external communications.
- 28.2 Exchanges between Members, or any unit or subset thereof, that are not approved ISCA exchanges, and whether or not involving one or more organisations that are not Members, are discouraged, and any such exchanges may in no circumstances be represented as approved ISCA exchanges, whether expressly or impliedly.
- 28.3 Where an exchange is arranged by a Member, or any unit or subset thereof, that is not an approved ISCA exchange, the governing body of each Member involved must be informed in advance of such exchange, and each Member undertakes to ensure that all units or subsets of that Member are aware of and adhere to the principles of this Article.

CHANGES TO CONSTITUTION

29. CHANGES TO ARTICLES

- 29.1 No amendment, alteration or rescission of these Articles shall be effected unless approved by resolution of not less than two-thirds of the Members present in person or by proxy at the general meeting at which such amendment, alteration or rescission is proposed.

GENERAL

30. COSTS

- 30.1 The Association shall not maintain any accounts or hold any assets.
- 30.2 The costs of the Association shall be borne by the Members in such manner as the Members may from time to time determine and each Member shall be responsible for its own costs associated with its membership in the Association and its attendance at meetings.
- 30.3 The Member hosting the Annual Conference shall be entitled to require payment of a reasonable fee for attendance at the Annual Conference by each attending Member and that Member's authorised



representatives, such fee to be for the purposes of defraying the cost to the hosting Member of that Annual Conference and not otherwise.

30.4 Subject to the foregoing, no Member shall be obliged to assume any cost of the Association other than those costs that such Member has, in its sole discretion, voluntarily and expressly agreed to assume.

31. LANGUAGE

31.1 The official language of the Association is English, which shall be used in all correspondence with the Association and at meetings of the Association.

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Appendix A – Form of Register of Members

Name of Member (full legal name of member organisation)	Country (name of country/region/territory in respect of which the Member has been elected)	Class of Membership (Member or Associate Member)	Date of Election	Date of Removal	Contact Address and Email address (include postal address and email address (and contact name(s)/posts as applicable))



Appendix B – Form of Register of Officers

Officer Title	Name	Date of Appointment	Date of Termination	Contact Address and Email Address
Chairperson				
Secretary				
[others]				